

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
YELLOW CORPORATION, *et al.*,¹) Chapter 11
Debtors.) Case No. 23-11069 (CTG)
) (Jointly Administered)
)

**SEVENTEENTH MONTHLY FEE APPLICATION OF GOODMAN LLP AS
CANADIAN RESTRUCTURING COUNSEL TO THE DEBTORS AND DEBTORS IN
POSSESSION FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM DECEMBER 1, 2024 THROUGH DECEMBER
31, 2024**

Name of Applicant: Goodmans LLP

Authorized to Provide Professional Services to: Debtors and Debtors-In-Possession

Date of Retention: Effective as of the Petition Date, August 6, 2023

Date of Order Approving Retention [Docket No. 606] September 19, 2023

Period for which compensation and reimbursement is sought: December 1, 2024 through December 31, 2024

Amount of Compensation sought as actual, reasonable and necessary: \$37,559.96 (80% of \$46,949.95)

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$247.47

This is a: ✓ Monthly Interim Final application

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors' principal place of business and the Debtors' service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

SUMMARY OF HOURS BY PROFESSIONAL BILLED
FROM DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Andrew Harmes	Bankruptcy & Restructuring Partner Admitted to Bar 2017	\$587.65	24.1	\$14,162.37
Joseph Pasquariello	Bankruptcy & Restructuring Partner Admitted to Bar 1996	\$923.45	26.7	\$24,656.12
Erik Axell	Bankruptcy & Restructuring Associate Admitted to Bar 2022	\$459.90	3.5	\$1,609.65
Josh Sloan	Bankruptcy & Restructuring Associate Admitted to Bar 2024	\$423.40	12.3	\$5,207.82
Annie MacKinnon	Articling Student	\$328.50	4.0	\$1,314.00
TOTALS			70.6	<u>\$46,949.95</u>

**COMPENSATION BY PROJECT CATEGORY BILLED
FROM DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024**

PROJECT CATEGORY	TOTAL HOURS BILLED
Canadian CCAA Proceedings/Matters (T100)	60.6
Fee Applications (T160)	10.0
TOTAL	70.6

EXPENSE SUMMARY
DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024

EXPENSE CATEGORY	TOTAL COMPENSATION
Court Fees	\$247.47
TOTAL	\$247.47

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YELLOW CORPORATION, <i>et al.</i> , ¹) Case No. 23-11069 (CTG)
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**SEVENTEENTH MONTHLY FEE APPLICATION OF GOODMAN LLP
AS CANADIAN RESTRUCTURING COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION FOR PAYMENT OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM DECEMBER 1, 2024 THROUGH DECEMBER 31, 2024**

Goodmans LLP (“Goodmans”), Canadian restructuring counsel (“Canadian Restructuring Counsel”) to Yellow Corporation, *et al.* and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), hereby submits its seventeenth monthly application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 *et seq.*, as amended (the “Bankruptcy Code”) granting it: (i) interim compensation in the amount of \$37,559.96 (80 percent of \$46,949.95) for the reasonable and necessary legal services Goodmans rendered to the Debtors from December 1, 2024 through December 31, 2024 (the “Compensation Period”); and (ii) reimbursement of expenses incurred by Goodmans during the Compensation Period, in the amount of \$247.47. In support hereof, Goodmans respectfully represents as follows:

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of the Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

**I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

II. BACKGROUND

2. On August 6, 2023 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its businesses and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On August 16, 2023, the United States Trustee appointed an Official Committee of Unsecured Creditors in these cases.

4. Shortly following the Petition Date, Yellow Corporation, in its capacity as proposed foreign representative in respect of these chapter 11 cases, filed an application for recognition of these chapter 11 cases in a Canadian insolvency proceeding commenced before the Ontario Superior Court of Justice (Commercial List) under the *Companies’ Creditors Arrangement Act* (Canada) (the “Canadian Recognition Proceedings”). Goodmans has represented the Debtors in preparing for and in connection with the Canadian Recognition Proceedings since July 25, 2023.

5. On September 13, 2023, the Court entered the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 519] (the “Administrative Order”).

6. On September 19, 2023, this Court entered an *Order Authorizing Retention and Employment of Goodmans LLP as Canadian Restructuring Counsel Effective As of August 6, 2023*

Pursuant to Sections 327(e), 328(a), 330, and 363(b)(1) of the Bankruptcy Code [Docket No. 606]
approving the retention of Goodmans as Canadian Restructuring Counsel to the Debtors effective
as of the Petition Date.

III. RELIEF REQUESTED

7. Goodmans has continuously rendered services as Canadian Restructuring Counsel to the Debtors during the Compensation Period, totaling 70.6 hours of professional time.

8. The total sum due to Goodmans for professional services rendered on behalf of the Debtors for the Compensation Period is \$46,949.95. Goodmans submits that the professional services it rendered as Canadian Restructuring Counsel to the Debtors during this time were reasonable and necessary.

9. Goodmans also expended costs on behalf of the Debtors in the sum of \$247.47 during the Compensation Period.

10. Goodmans accordingly seeks allowance of the sum of \$46,949.95 in fees and \$247.47 in expenses, for a total of \$47,1197.42.

11. During the Compensation Period, Goodmans has represented the Debtors in the Canadian Recognition Proceedings and advised Kirkland & Ellis LLP on various matters of Canadian law, including with respect to issues that arise from the cross-border nature of these chapter 11 cases and the Canadian Recognition Proceedings.

12. Attached at **Exhibit A** hereto are copies of Goodmans' accounts with respect to its services rendered during the Compensation Period, which show the time recorded by lawyers, paraprofessionals and other support staff, and descriptions of the services provided and expenses incurred during the Compensation Period.

13. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements.

WHEREFORE, Goodmans hereby requests: (a) allowance of compensation for necessary and valuable professional services rendered to the Debtors in the sum of \$46,949.95 and reimbursement of actual and necessary expenses incurred in the sum of \$247.47 for the period from December 1, 2024 through December 31, 2024; (b) payment in the total amount of \$37,807.43, which represents (i) 80% of the total fees billed (\$37,559.96) and (ii) 100% of the expenses incurred (\$247.47) during the same period, as provided under the Administrative Order; and (c) such other relief as this Court deems just and proper.

[Signature Page to Follow]

Dated: April 17, 2025
Wilmington, Delaware

/s/ Robert J. Chadwick

Laura Davis Jones (DE Bar No. 2436) Timothy P. Cairns (DE Bar No. 4228) Peter J. Keane (DE Bar No. 5503) Edward Corma (DE Bar No. 6718) PACHULSKI STANG ZIEHL & JONES LLP 919 North Market Street, 17th Floor P.O. Box 8705 Wilmington, Delaware 19801 Telephone: (302) 652-4100 Facsimile: (302) 652-4400 Email: ljones@pszjlaw.com tcairns@pszjlaw.com pkeane@pszjlaw.com ecorma@pszjlaw.com	Robert J. Chadwick Caroline Descours GOODMANS LLP 333 Bay Street, Suite 3400 Toronto, Ontario M5H 2S7 Telephone: (416) 979-2211 Facsimile: (416) 979-1234 Email: rchadwick@goodmans.ca cdescours@goodmans.ca
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